

**Hearing Date and Time: June 15, 2011 at 10:00 a.m. (Prevailing Eastern Time)**  
**Objection Date and Time: June 8, 2011 at 4:00 p.m. (Prevailing Eastern Time)**

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**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS  
INC, et al.,**

**Debtors.**

**Chapter 11**

**Case No. 08-13555 (JMP)**

**Jointly Administered**

**DECLARATION OF SEAN A. O'KEEFE IN SUPPORT OF SUNCAL PARTIES'  
OPPOSITION TO MOTION OF THE DEBTORS PURSUANT TO SECTION 362(a) OF  
THE BANKRUPTCY CODE FOR ENFORCEMENT OF THE AUTOMATIC STAY**

**DECLARATION OF SEAN A. O'KEEFE**

I, Sean A. O'Keefe, hereby declare and state as follows;

1. I am over the eighteen years and the facts stated herein are within my personal knowledge. If called upon to testify to the same, I could and would testify competently thereto.

2. I am Of Counsel to the firm of Winthrop Couchot, P.C. Winthrop Couchot, P.C. is general insolvency counsel to the following entities that are operating under the protection of Chapter 11 of the Bankruptcy Code before the United States Bankruptcy Court for the Central District of California (the "California Bankruptcy Court"): Acton Estates LLC ("Acton"), SunCal Bickford Ranch LLC ("Bickford"), SunCal Emerald Meadows LLC ("Emerald Meadows"), Palmdale Hills Property, LLC ("Palmdale Hills"), SJD Partners, Ltd. ("SJD Partners"), SunCal Summit Valley LLC ("Summit Valley"), SCC Communities LLC ("SCC Communities"), Tesoro SF LLC ("Tesoro") (the "SunCal Voluntary Debtors").

3. Attached hereto as Exhibit "1" is a true and correct copy of a letter that the SunCal Voluntary Debtors wrote to counsel for Lehman Commercial Paper, Inc. ("LCPI") LCPI, Lehman Brothers Holdings, Inc. ("LBHI") and Lehman Ali, Inc. ("Lehman Ali") (collectively the "Lehman Entities"), dated April 8, 2011.

4. Attached hereto as Exhibit "2" is a true and correct copy the Plan of Reorganization (the "SunCal Plan") that the SunCal Voluntary Debtors have filed in the Chapter 11 where LCPI is the lienholder/claimant (the "SunCal Plan") (exclusive of exhibits). Since this plan affects LCPI, it includes the following express limitation:

"EXCEPT AS PROVIDED IN THE PURCHASE OFFER TO HOLDERS OF RELIANCE CLAIMS REFERENCED ABOVE, AS EXPLAINED IN THE DEFINITION OF THE TERM "EFFECTIVE DATE," WHICH IS THE DATE ON WHICH THIS PLAN BECOMES EFFECTIVE, NO ACTION PROVIDED FOR IN THIS PLAN SHALL BE TAKEN AGAINST EITHER LEHMAN COMMERCIAL PAPER, INC. ("LCPI") OR LEHMAN BROTHERS HOLDINGS, INC. ("LBHI") THAT WOULD HAVE THE EFFECT OF VIOLATING ANY APPLICABLE AUTOMATIC STAY THAT MAY EXIST IN THEIR CHAPTER 11 CASES. ANY SUCH ACTION WILL ONLY PROCEED AFTER ANY APPLICABLE STAY IS EITHER LIFTED OR DEEMED INAPPLICABLE.

5. To my knowledge, the Lehman Entities have never alleged since receiving the April 8, 2011 letter, that the SunCal Plan violates any Lehman Entities' automatic stay.

6. Attached hereto as Exhibit "3" is a true and correct copy of part of the docket in the administratively consolidated cases of SunCal Debtors. As this docket indicates the Lehman Entities have filed a completing plan of reorganization in the SunCal Voluntary Debtors' cases (the "Lehman VD Plan"), and the SunCal Voluntary Debtors and related entity SCC Acquisitions, LLC have filed a plan in the Trustee Debtors' cases (the "SunCal TD Plans") that competes with the reorganization plan the Lehman Entities have filed in these cases (the "Lehman TD Plan").

7. Attached hereto as Exhibit "4" is the order entered in the administratively consolidated case of the SunCal Voluntary Debtors and in the related cases of the Trustee Debtors<sup>1</sup> that sets forth the series of deadlines that will govern the plan confirmation contest that is ongoing in the SunCal Cases.

8. The claims objections that are attached hereto as Exhibits "6" and "7" (the "Claims Objections") are of central importance to the plan confirmation contests referenced above. The Lehman TD Plan and the Lehman VD Plan are premised upon the assumed validity of the claims that the SunCal Voluntary Debtors and SunCal Management (the "SunCal Parties") are seeking to disallow, in whole or in part, through the Claims Objections. If the relief in the Claims Objections is granted, it is the SunCal Voluntary Debtors' position that the Lehman VD Plan and the Lehman TD Plan will no longer be viable.

9. If the SunCal Debtors are not allowed to proceed with the Claims Objections, this will directly and irreparably impact their position in the ongoing plan confirmation contest by immunizing the Lehman Entities' disputed claims from the disallowance.

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<sup>1</sup> Delta Coves, LLC, SunCal Heartland, LLC, SunCal Marblehead, LLC, SunCal Northlake, LLC, SunCal Oak Valley, LLC, SunCal Century City, LLC, SunCal PSV, LLC, SunCal Torrance, LLC and SunCal Oak Knoll, LLC.

10. Prior to filing the Claims Objections, counsel for the SunCal Voluntary Debtors extensively researched the issue of whether or not the automatic stay of a claimant filing a proof of claim stayed the filing of an objection to that claim. Every case authority revealed by this search confirmed that an objection to a claim was not subject to the claimant's automatic stay. Further, the SunCal Voluntary Debtors were unable to find a single case authority that stood for the proposition that a claim objection was in fact subject to the automatic stay. The Lehman Entities acknowledged the validity of the line of authority holding that claim objections fall outside the automatic stay in the brief that they filed in the Ninth Circuit in Case No. 10-60004 (See Exhibit "12") (the "Ninth Circuit Brief").

11. After the Claim Objections were filed, counsel for the LCPI asserted in both written pleadings and oral argument before the California Bankruptcy Court that the Claim Objections violated LCPI's automatic stay. Attached hereto as Exhibit "5," is a true and correct copy of the *Reply* wherein the SunCal Voluntary Debtors responded to these arguments. The *Reply* expressly states that the Claim Objections are only that and seek no relief outside the limits of Federal Rule of Bankruptcy Procedure 3007.

12. Attached hereto as Exhibit "6" is a true and correct copy of the *Notice Of Motion And Motion For Order Disallowing Certain Claims Held By Lehman Ali Inc. And Lehman Commercial Paper Inc.* that was filed in the California Bankruptcy Court on April 8, 2011 (the "Recoupment Claim Objection").

13. Attached hereto as Exhibit "7" is a true and correct copy of the *Notice Of Amended Motion And Amended Motion For Order Disallowing Certain Claims Held By Lehman Ali Inc. And Lehman Commercial Paper Inc.* that was filed in the California Bankruptcy Court on May 10, 2011 (the "Amended Recoupment Claim Objection").

14. Attached hereto "8" is a true and correct copy of the *Declaration Of Bruce V. Cook In Support Of Motion For Order Disallowing Certain Claims Filed By Lehman Ali Inc. And Lehman Commercial Paper Inc.* that was filed in the California Bankruptcy Court in support of the Recoupment Claim Objection.

15. Attached hereto as Exhibit “9” is a true and correct copy *Request For Judicial Notice In Support Of Motion For Order Disallowing Certain Claims Held By Lehman Ali Inc. And Lehman Commercial Paper Inc.*(the “RJN”) that was filed in the California Bankruptcy Court by the SunCal Voluntary Debtors in support of the Recoupment Claim Objection, with the following omissions. The backup attached to the proofs of claims filed by the Lehman Entities has been omitted and the last exhibit attached thereto has been omitted, which is the complaint filed against certain parties other than LCPI and LBHI (all non-debtors), in California Superior Court.

16. Attached hereto “10” is a true and correct copy of the *Motion to Disallow Claims The Moving Voluntary Debtors And Suncal Management LLCs Notice Of Motion And Motion For Order Disallowing Claims Of Lehman Ali, Inc. And Lehman Commercial Paper, Inc. Pursuant To 11 U.S.C. Section 502(d)*” that was filed in the California Bankruptcy Court by the SunCal Voluntary Debtors.

17. Attached hereto as Exhibit “11” is a true and correct print-out of part of the docket in the SunCal Voluntary Debtors’ administratively consolidated cases. This document is attached to reflect the fact that Lehman Ali and LCPI are actively filing claim objections to the claims of other claimants in the cases of SunCal Voluntary Debtors’ and in the cases of the Trustee Debtors.

18. Attached hereto as Exhibit “12” is a true and correct copy of certain sections of the Lehman Entities’ Ninth Circuit (Ninth Circuit Case No. 10-60004).

19. Attached hereto as Exhibit “13” is a true and correct copy of an order entered by the California Bankruptcy Court on April 14, 2010.

20. Attached hereto as Exhibit “14” is a true and correct copy of the tentative ruling appearing relating to the May 13, 2011 hearing.

I declare that the foregoing is true and correct under the penalty of perjury under the laws of the United States of America. Executed this 7<sup>th</sup> day in Orange County, California.

/s/ Sean A. O’Keefe

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Sean A. O’Keefe

In re: LEHMAN BROTHERS HOLDINGS, INC, et al.,  Debtor(s).	CHAPTER 11  CASE NUMBER
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**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 660 Newport Center Drive, 4<sup>th</sup> Fl., Newport Beach, CA 92660.

A true and correct copy of the foregoing document described as: DECLARATION OF SEAN A. O'KEEFE IN SUPPORT OF SUNCAL PARTIES' OPPOSITION TO MOTION OF THE DEBTORS PURSUANT TO SECTION 362(a) OF THE BANKRUPTCY COURT FOR ENFORCEMENT OF THE AUTOMATIC STAY will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) the foregoing document will be served by the court via NEF and hyperlink to the document. On June 8, 2011, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

☒ Service information continued on attached page

II. **SERVED BY U.S. MAIL OR OVERNIGHT MAIL**(indicate method for each person or entity served):

On \_\_\_\_\_, 2011, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

III. **SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_, 2011 I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

June 8, 2011  
Date

Susan Connor  
Type Name

/s/ Susan Connor  
Signature

<p>In re: LEHMAN BROTHERS HOLDINGS, INC, et al.,</p> <p style="text-align: right;">Debtor(s).</p>	<p>CHAPTER 11</p> <p>CASE NUMBER</p>
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